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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PURDUE PHARMA L.P.,

Debtor.

Fed. Tax Id. No. 06-1307484

Chapter 11

Case No. 19-[](RDD)

In re:

PURDUE PHARMA INC.,

Debtor.

Fed. Tax Id. No. 06-1307486

Chapter 11

Case No. 19-[](RDD)

In re:

**PURDUE TRANSDERMAL TECHNOLOGIES
L.P.,**

Debtor.

Fed. Tax Id. No. 20-3931868

Chapter 11

Case No. 19-[](RDD)

In re:

PURDUE PHARMA MANUFACTURING L.P.,
Debtor.

Fed. Tax Id. No. 80-0913821

Chapter 11

Case No. 19-[](RDD)

In re:

PURDUE PHARMACEUTICALS L.P.,
Debtor.

Fed. Tax Id. No. 13-4030034

Chapter 11

Case No. 19-[](RDD)

In re:

IMBRIUM THERAPEUTICS L.P.,
Debtor.

Fed. Tax Id. No. 83-1928810

Chapter 11

Case No. 19-[](RDD)

In re:

ADLON THERAPEUTICS L.P.,
Debtor.

Fed. Tax Id. No. 83-2446745

Chapter 11

Case No. 19-[](RDD)

In re:

GREENFIELD BIOVENTURES L.P.,
Debtor.

Fed. Tax Id. No. 83-1936150

Chapter 11

Case No. 19-[](RDD)

In re:

SEVEN SEAS HILL CORP.,

Debtor.

No Fed. Tax Id.¹

Chapter 11

Case No. 19-[](RDD)

In re:

OPHIR GREEN CORP.,

Debtor.

No Fed. Tax. Id.²

Chapter 11

Case No. 19-[](RDD)

In re:

PURDUE PHARMA OF PUERTO RICO,

Debtor.

Fed. Tax Id. No. 52-2333925

Chapter 11

Case No. 19-[](RDD)

In re:

AVRIO HEALTH L.P.,

Debtor.

Fed. Tax Id. No. 55-0804140

Chapter 11

Case No. 19-[](RDD)

¹ Seven Seas Hill Corp. does not have a Federal Tax ID. The relevant non-U.S. tax identification number is 424591.

² Ophir Green Corp. does not have a Federal Tax ID. The relevant non-U.S. tax identification number is 424594.

In re:

**PURDUE PHARMACEUTICAL PRODUCTS
L.P.,**

Debtor.

Fed. Tax Id. No. 05-0553902

Chapter 11

Case No. 19-[](RDD)

In re:

PURDUE NEUROSCIENCE COMPANY,

Debtor.

Fed. Tax Id. No. 06-1574712

Chapter 11

Case No. 19-[](RDD)

In re:

NAYATT COVE LIFESCIENCE INC.,

Debtor.

Fed. Tax Id. No. 82-3487805

Chapter 11

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BUTTON LAND L.P.,

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Fed. Tax Id. No. 26-3547502

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Fed. Tax Id. No. 26-3547425

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Case No. 19-[](RDD)

In re:

QUIDNICK LAND L.P.,

Debtor.

Fed. Tax Id. No. 26-3547584

Chapter 11

Case No. 19-[](RDD)

In re:

RHODES PHARMACEUTICALS L.P.,

Debtor.

Fed. Tax Id. No. 26-1916166

Chapter 11

Case No. 19-[](RDD)

In re:

RHODES TECHNOLOGIES,

Debtor.

Fed. Tax Id. No. 22-3527143

Chapter 11

Case No. 19-[](RDD)

In re:

UDF LP,

Debtor.

Fed. Tax Id. No. 42-1570495

Chapter 11

Case No. 19-[](RDD)

In re:

SVC PHARMA LP,

Debtor.

Fed. Tax Id. No. 41-2125717

Chapter 11

Case No. 19-[](RDD)

In re:

SVC PHARMA INC.,

Debtor.

Fed. Tax Id. No. 59-3784014

Chapter 11

Case No. 19-[](RDD)

**MOTION OF DEBTORS FOR ENTRY OF AN ORDER DIRECTING
JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Purdue Pharma L.P. (“**PPLP**”) and its affiliates that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**,” the “**Company**” or “**Purdue**”) hereby move (this “**Motion**”) this Court for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Order**”), granting the relief described below. In support thereof, the Debtors refer to the contemporaneously filed *Declaration of Jon Lowne in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* (the “**Lowne Declaration**”) and further represent as follows:

Jurisdiction and Venue

1. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b) and, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), the Debtors

consent to entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter a final order or judgment consistent with Article III of the United States Constitution. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. To date, the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) has not appointed a statutory committee of creditors in these chapter 11 cases, nor has the Court appointed a trustee or examiner therein.

3. Additional information about the Debtors’ businesses and the events leading up to the Petition Date can be found in the *Debtors’ Informational Brief* filed contemporaneously herewith.

Relief Requested

5. By this Motion, the Debtors seek entry of an Order directing joint administration of these cases for procedural purposes only, pursuant to Bankruptcy Rule 1015(b).

6. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” The Debtors are “affiliates” as that term is defined under section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the requested relief by virtue of the fact that PPLP is the direct or indirect parent of each of the other Debtors other than Purdue Pharma Inc., which is PPLP’s general partner.

7. On the date hereof, the Debtors commenced the 24 chapter 11 cases referenced above by filing petitions for voluntary relief with this Court. Given the provisions of the Bankruptcy Code and the Debtors' affiliation, joint administration of these cases is warranted. Joint administration will avoid the preparation, replication, service and filing, as applicable, of duplicative notices, applications and orders, thereby saving the Debtors considerable expense and resources. The Debtors' financial affairs and business operations are closely related. Many of the motions, hearings and orders in these chapter 11 cases will affect each Debtor and their respective estates. The rights of creditors will not be adversely affected, as this Motion requests only administrative, and not substantive, consolidation of the estates. Moreover, each creditor can still file its claim against a particular estate. In fact, all creditors will benefit by the reduced costs that will result from the joint administration of these chapter 11 cases. The Court also will be relieved of the burden of entering duplicative orders and maintaining duplicative files. Finally, supervision of the administrative aspects of these chapter 11 cases by the U.S. Trustee will be simplified.

8. Accordingly, the Debtors respectfully request that the caption of their cases be modified to reflect the joint administration of these chapter 11 cases, as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**PURDUE PHARMA L.P., *et al.*,

Debtors.**

Chapter 11

Case No. 19-[](RDD)

(Jointly Administered)

9. The Debtors also seek the Court's direction that a notation substantially similar to the following be entered on the docket of each of the Debtors' chapter 11 cases to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Purdue Pharma L.P., Purdue Pharma Inc., Purdue Transdermal Technologies L.P., Purdue Pharma Manufacturing L.P., Purdue Pharmaceuticals L.P., Imbrium Therapeutics L.P., Adlon Therapeutics L.P., Greenfield BioVentures L.P., Seven Seas Hill Corp., Ophir Green Corp., Purdue Pharma of Puerto Rico, Avrio Health L.P., Purdue Pharmaceutical Products L.P., Purdue Neuroscience Company, Nayatt Cove Lifescience Inc., Button Land L.P., Rhodes Associates L.P., Paul Land Inc., Quidnick Land L.P., Rhodes Pharmaceuticals L.P., Rhodes Technologies, UDF LP, SVC Pharma LP and SVC Pharma Inc. The docket in Case No. 19-[](RDD) should be consulted for all matters affecting this case.

10. Finally, the Debtors seek authority to file the monthly operating reports required by the U.S. Trustee's "Operating Guidelines and Financial Reporting Requirements" on a consolidated basis.

Notice

11. Notice of this Motion will be provided to: (a) the U.S. Trustee; (b) each of the Debtors' fifty largest unsecured creditors on a consolidated basis; (c) each of the Debtors' three largest secured creditors on a consolidated basis; (d) the Internal Revenue Service; (e) the United States Department of Justice; (f) the United States Attorney's Office for the Southern District of New York; (g) the attorneys general for all fifty states and the District of Columbia; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "**Notice Parties**"). Based on the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice is required.

No Previous Request

12. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

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WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as is just and proper.

Dated: September 15, 2019
New York, New York

DAVIS POLK & WARDWELL LLP

By: /s/ Eli J. Vonnegut

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*Proposed Counsel to the Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
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In re:

PURDUE PHARMA L.P.,

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PURDUE PHARMA OF PUERTO RICO,

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Fed. Tax Id. No. 52-2333925

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Case No. 19-[](RDD)

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BUTTON LAND L.P.,

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Case No. 19-[](RDD)

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PAUL LAND INC.,

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Fed. Tax Id. No. 26-1916166

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Chapter 11

Case No. 19-[](RDD)

In re:

SVC PHARMA INC.,

Debtor.

Fed. Tax Id. No. 59-3784014

Chapter 11

Case No. 19-[](RDD)

**ORDER DIRECTING
JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion (the “**Motion**”)¹ of the Debtors for entry of an order (this “**Order**”) pursuant to Bankruptcy Rule 1015(b) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion and held a hearing to consider the relief requested in the Motion (the “**Hearing**”); and upon the Lowne Declaration, filed contemporaneously with the Motion, and the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT

1. The relief requested in the Motion is hereby granted as set forth herein.
2. Pursuant to Bankruptcy Rule 1015(b), the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases.

¹ Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to such term in the Motion.

4. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

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Debtors.

Chapter 11

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(Jointly Administered)

5. The Debtors also seek the Court's direction that a notation substantially similar to the following be entered on the docket of each of the Debtors' chapter 11 cases to reflect the joint administration of these cases:

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6. The contents of the Motion and the notice procedures set forth therein are good and sufficient notice and satisfy the Bankruptcy Rules and the Local Bankruptcy Rules for the Southern District of New York, and no other or further notice of the Motion or the entry of this Order shall be required.

White Plains, New York

Dated: _____, 2019

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE